

WESTWOOD SUPER NEIGHBORHOOD COUNCIL #29 BY-LAWS

Article I. – Name

The name of the Council shall be the Westwood Super Neighborhood Council (hereinafter referred to as “The Council”).

Article II. – Boundaries

The Westwood Super Neighborhood comprises approximately 1.235 acres (1.93 square miles) and has the following boundaries located in Houston City Council Districts C and F within Houston, Harris County, Texas:

Starting at the intersection of the Sam Houston Parkway (Beltway 8) and Brays Bayou; south and east along the Brays Bayou; then south along the northern/eastern border of the Westwood Golf Club Course; then southwest along the Southwest Freeway (US 59) to Bissonnet, east along Bissonnet to Honeywell; south along Honeywell to White Chapel; then west on White Chapel to Keegans Bayou; then west and south along Keegans Bayou to the Sam Houston Parkway (Beltway 8); then north along Sam Houston Parkway (Beltway 8) to Brays Bayou.

Article III. Purposes

Section 3.1 – The Council is organized exclusively for charitable, civic, educational, cultural, and general community improvement purposes, including one or more of the purposes specified in Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. An application may be filed with the Internal Revenue Service for the 501(c)(3) or 501(c)(4) non-profit status, if and when so determined by the Council.

Section 3.2 - The purposes for which this Council is organized shall be to promote the civic betterment and social welfare and well-being of those residents, business and property owners within the boundaries of the Westwood Super Neighborhood area, and to promote and engage in activities for the use and benefit of all stakeholders within the Super Neighborhood.

Section 3.3 - The general purpose and power of the corporation are to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, of those powers which may hereinafter be conferred, and (i) to seek a consensus and provide citizens with opportunities to advise the Houston City Council, Mayor’s Office and other entities on issues important to the Super Neighborhood; (ii) undertake a wide range of neighborhood improvement projects determined by the members; and (iii) with cooperation from the City of Houston, identify and develop solutions to mutual problems, and initially to develop a Super Neighborhood Action Plan (SNAP) to address them.

Article IV. – Membership

Section 4.1 - The Super Neighborhood shall be governed by a Council composed of the duly designated delegates of eligible organizations such as civic clubs, civic associations, homeowners' associations, tenants' associations, non-profit public service organizations, community business associations, associations of churches or other faith-based institutions, associations of educational institutions and other institutions situated or conducting business within the Super Neighborhood's boundaries.

Section 4.2 - Participation in the Council shall not be limited by the imposition of membership requirements or fees either by the Council or participating organizations.

Section 4.3 - The Super Neighborhood Council strictly prohibits the exclusion of any individual or organization based on race, age, creed, color, religion, gender, sexual orientation or national origin from participating in Council activities or serving as a council member.

Section 4.4 - It shall be the right of any stakeholder within the Super Neighborhood to be represented, either through new or existing organizations.

Article V. – Council Seats & Voting Authority

Section 5.1 - A person must be a designated stakeholder representative (delegate) of the group they represent.

Section 5.2 - The number of seats and the manner in which they are elected may be amended in the same manner as these By-laws may be amended.

Section 5.3 – Each group, organization, or entity with a seat on the Council shall be allowed one vote which shall be cast by the stakeholder representative, or in his/her absence, by the designated alternate (by written Proxy) on all matters voted on by the Council.

Section 5.4 – The Council shall initially consist of 12 seats, with each having one vote on all matters brought before the Council. These representative organizations/stakeholders are for the purposes of initiating the Council and adopting By-laws and shall not be construed as limiting the number of representatives/stakeholders eligible to participate in the future.

Section 5.5 – *Civic Association Delegates*: The Council shall initially consist of three (3) civic association seats, appointed annually by the respective Boards or other governing bodies of each of the following civic associations:

- *Randall Management* (representing the following townhome/condominium associations)
 - Ashwood Condominium
 - Forum Park 1 & 2 Condominium
 - Forum Park 3 Townhomes
 - Winfield II Condominium

- *Sugar Branch (Condos) HOA*
- *The Vineyard (Condo) HOA*

Each organization shall annually provide the Council an authorization letter indicating their elected/appointed delegate. All residential delegates shall live within, own, or manage residential property within the boundaries of the Super Neighborhood.

Section 5.6 – Business Delegate: The Council shall initially consist of one (1) business seat, selected by all participating business interests within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance from the business they represent.

Section 5.7 – At-Large Apartment Delegates: The Council shall initially consist of three (3) at-large apartment seats, selected by all participating apartment interests within the three designated boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance with an authorization letter to vote from the apartment they represent.

- *At-Large Area #1* – apartment complexes located along Club Creek Dr.
- *At Large Area #2* -- apartment complexes north of Bissonnet St. (excluding those along Club Creek Dr.)
- *At-Large Area #3* -- apartment complexes located south of Bissonnet St.

Section 5.8 – Non-Profit Delegate: The Council shall initially consist of two (2) non-profit seat, selected by all participating non-profit interests located within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance with an authorization letter to vote from the non-profit organizations they represent. These may be Residential Organizations, Community Based Service Providers, Medical Service Providers, Social Service Providers, or Community Development Corporations.

- *West Houston Weed & Seed*
- *Westwood Foundation*

Section 5.9 – Faith-Based Institution Delegate: The Council shall initially consist of one (1) faith-based institution seat, selected by participating faith-based interests located within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance from the faith-based institution they represent.

Section 5.10 – Education Delegate: The Council shall initially consist of one (1) education institution seat, selected by participating education institution interests located within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance from the education institution they represent.

Section 5.11 – Management District Delegate: The Council shall initially consist of one (1) management district seat, selected by the participating management district(s) located within the

boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance from the management district they represent.

Article VI. – Officers

Section 6.1 – Officers shall be members of the Council. The elected officers of the Council shall be the Chairperson, Co-Chairperson, Secretary, and Treasurer.

Section 6.2 - The Chairperson shall preside over all general meetings and any executive committee meetings. The Chairperson shall have the authority to conduct meetings and to maintain order. The Chairperson shall appoint all committee chairs.

Section 6.3 - The Co-Chairperson shall preside at meetings in the absence of the Chairperson and shall perform various duties and serve on committees as assigned by the Chairperson.

Section 6.4 - The Secretary shall keep an accurate record of proceedings of all general meetings, attend to correspondence, act as custodian of current records, and file and maintain up-to-date membership lists and attendance records. The Secretary shall review and attend to all in-coming and out-going correspondence of the Council.

Section 6.5 - The Treasurer shall keep an up-to-date record of all financial transactions, receive all money, deposit funds in the bank, and disburse money as authorized by the Council. The Treasurer shall present a report of finances at each general meeting of the Council. All checks disbursed shall contain the signatures of the Treasurer and one of the following officers: Chairperson, or Co-Chairperson.

Section 6.6 - All officers shall be elected to one (1) year terms at the regular Annual Meeting by a quorum of the members of the Council. Officers shall be limited to serving two (2) successive terms at the same office.

Section 6.7 - A vacancy in an office shall be filled by a special election by a quorum of the members of the Council. Officers elected to fill vacancies shall assume office at the first general meeting following the special election and shall hold office until the next regular election of officers.

Section 6.8 - Any officer who fails to meet the obligations and responsibilities of their office may be removed from office by a two-thirds (2/3) vote of the Council where a quorum is present.

Article VII. Committees

Section 7.1 - The Council may establish committees as it may require.

Section 7.2 - The committee chairperson shall appoint additional committee members.

Article VIII. Meetings

Section 8.1 - The general meeting of the Council shall be held at **6:30 p.m.** on the **third (3rd) Tuesday** of each month at a time and place to be designated by the Council. **All Council activity will be conducted in open meetings where community stakeholders may observe discussions and participate under defined circumstances.**

Section 8.2 - In the event that the general meeting falls on a legal holiday or City-initiated event, the time and date of the general meeting shall be set by the Chairperson at the preceding general meeting with the consent of the Council.

Section 8.3 – one-third (1/3) of duly designated Council members shall constitute a quorum for the transaction of business at a general meeting.

Section 8.4 – All residents and business owners within the Super Neighborhood may participate via meetings open to the public and will be notified of decisions through their participating organization.

Section 8.5 – An individual wishing to address the Council shall sign a “Speakers List” at the beginning of the meeting and shall be allowed three (3) minutes to speak.

Section 8.6 – An Annual Meeting of the Council, shall be held each year as the first regularly planned meeting of the year. At the meeting, the officers of the Super Neighborhood shall be elected by the members of the Council, and the Council shall transact such other business as may properly be brought before the meeting.

Article IX. – Procedures

“Robert’s Rules of Order” shall be the guide for procedure in all points of order not covered by the By-laws.

Article X. – Amendment of By-Laws

These By-laws may be amended from time to time on an as needed basis by resolution in writing, presented at a meeting of the Council, read and approved by a two-thirds vote at two consecutive meetings at which a quorum is present at each meeting.

Article XI. – Prohibitions

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and (including the publishing or distribution of statements) any political office.

THESE BY-LAWS DULY ADOPTED BY THE COUNCIL TO BE EFFECTIVE ON THE
____ DAY OF _____, 2008. IN WITNESS WHEREOF, WE HAVE
HEREUNDER SUBSCRIBED OUR NAMES.

_____, Chairperson

_____, Secretary